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Singapore Management University

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THE COMPANIES ACT (CAP. 50)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

SINGAPORE MANAGEMENT UNIVERSITY
(Registration no. 200000267Z)

Incorporated on the 12th day of January 2000
(Incorporating all amendments made up to 28 April 2006)

FORM 8
THE COMPANIES ACT, CAP. 50
SECTION 19(4)

COMPANY NO.
200000267Z

CERTIFICATE OF INCORPORATION OF PUBLIC COMPANY

THIS IS TO CERTIFY THAT SINGAPORE MANAGEMENT UNIVERSITY IS
INCORPORATED UNDER THE COMPANIES ACT, CAP. 50, ON AND FROM
12/01/2000 AND THAT THE COMPANY IS A PUBLIC COMPANY LIMITED
BY GUARANTEE.

GIVEN UNDER MY HAND AND SEAL ON 12/01/2000



MS JANICE AW
SENIOR ASST REGISTRAR OF COMPANIES AND BUSINESSES
SINGAPORE

THE COMPANIES ACT
(CHAPTER 50)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
SINGAPORE MANAGEMENT UNIVERSITY

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| Name | 1. The name of the company is SINGAPORE MANAGEMENT UNIVERSITY (hereinafter called the "Company"). |
| Registered office | 2. The registered office of the Company will be situated in the Republic of Singapore. |
| Objects | 3. The objects of the Company are to establish, operate, maintain and promote the Singapore Management University (hereinafter called the "University") which will provide courses of study or instruction pertaining to management, human resource development and any other fields of knowledge. |
| Powers | 4. For the purpose of carrying out the aforesaid objects and provided that nothing is done solely for profit or for commercial reasons, the Company shall have the following powers in addition to the powers conferred by the Third Schedule of the Companies Act (Chapter 50):- |

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| To acquire any lands, buildings or other property | <ul style="list-style-type: none"> <li data-bbox="667 197 1353 315">(i) To engage in activities relating to teaching and research, including undertaking of consultancy and the dissemination of educational materials and research findings. <li data-bbox="667 349 1353 439">(ii) To confer and award degrees, diplomas and certificates, including honorary degrees and other distinctions. <li data-bbox="667 472 1353 622">(iii) To seek or encourage gifts, donations, endowments and bequests to the University and to seek or encourage participation in any investment, entity or arrangement which is of financial or other benefit to the University. <li data-bbox="667 656 1353 1048">(iv) To purchase, lease, exchange, hire and otherwise acquire any lands, buildings, easement or any other property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company and to sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Company; Provided that in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts. |
| To enter into any arrangements with any Government or institution | (v) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise and institutions, foundations and universities that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out exercise and comply with any such arrangements, rights, privileges and concessions. |
| To charge fees | (vi) To charge fees for the provision of and in connection with any of the objects of the Company. |
| To hold or arrange competitions | (vii) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith. |
| To buy, sell and deal in apparatus | (viii) To buy, sell and deal in all kinds of apparatus and all kinds of provisions whatsoever required by the University. |
| To appoint, employ, remove or suspend academic staff | (ix) To appoint, employ, remove or suspend such professors, other academic and teaching staff and such administrative and other officers and staff within the University. |
| To appoint, employ, remove or suspend non-academic staff | (x) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Company. |

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| To establish and support associations calculated to benefit employees | (xi) | To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Company or the dependants or relations of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object. |
| To construct, improve, maintain and develop houses, buildings and grounds | (xii) | To construct, improve, maintain, develop, work, manage, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Company's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof. |
| To invest and deal with money | (xiii) | To invest and deal with the money of the Company not immediately required in such manner as the Board of Trustees of the Company thinks fit. |
| To borrow or raise money | (xiv) | To borrow or raise or secure the payment of money in such manner as the Company may think fit and secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and charged upon all or any of the Company's property (both present and future), and to purchase, redeem or pay off such securities. |
| To make, draw, accept endorse, discount negotiable instruments | (xv) | To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments. |
| To sell, improve, manage, develop, property and rights of the Company | (xvi) | To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company. |
| To make loans | (xvii) | To lend and advance money or give guarantees to any person or company and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person or company; and otherwise to assist any person or company; |

To take or hold mortgages, liens and charges	(xviii)	To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from purchasers and others;
To take any gift of property	(xix)	To take any gift of property and establish endowments whether subject to any special trust or not for any one or more of the objects of the Company but subject always to the proviso in paragraph (i) of this Clause 4.
To make appeals for purpose of procuring contributions	(xx)	To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations, annual subscriptions or otherwise.
To print and publish books, journals etc.	(xxi)	To print and publish any newspapers, periodicals, books, journals, papers, monographs or leaflets that the Company may think desirable for the promotion of its objects.
To purchase or otherwise acquire property	(xxii)	To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
To transfer property of the Company	(xxiii)	To transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
To enter into partnerships, joint ventures and other arrangements	(xxiv)	To establish or join in the establishment or promotion of other companies, trusts, institutions, societies or associations and to enter into partnerships, joint ventures or other arrangements with other individuals, companies, trusts, institutions, societies or associations.
To make donations	(xxv)	To make donations for patriotic or charitable purposes.
To act as trustee	(xxvi)	To act as trustee, to hold property or land or to promote any trust for any purpose which is within the objects of the Company.
To give guarantees	(xxvii)	To give guarantees in respect of actions or transactions by faculty, staff or students for the purposes of , and pursuant to the objects of, the University.
To establish faculties, departments and schools	(xxviii)	To establish such faculties, departments, schools or other organisational sections or units as the Board of Trustees of the Company sees fit.

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| To establish research and consultancy centres or subsidiaries | (xxix) To establish research and consultancy centres or subsidiaries as the Board of Trustees of the Company sees fit. |
| To acquire land and erect buildings suitable for students and staff residential purposes | (xxx) To acquire by grant, gift, purchase, lease or otherwise, land (whether improved or not) suitable for student and staff residential purposes and erect on lands owned or occupied by the Company, whether acquired for that purpose or not, buildings suitable for such purposes. |
| To establish childcare centres or facilities | (xxxix) To establish childcare centres or facilities for the benefit of faculty, staff and students of the University. |
| To enter into arrangements for provision of student and staff residential accommodation | (xxxii) To enter into such arrangements with any other party as the Board of Trustees of the Company may decide for the provision of student and staff residential accommodation. |
| To establish a Student Union/Association and other constituent bodies | (xxxiii) To establish a Student Union/Association and other constituent bodies under the authority of such Student Union/Association that will promote the common and diversified needs and interests as well as advance the welfare of students at the University. |
| General | (xxxiv) To do all such things as are in the opinion of the Board of Trustees incidental or conducive to the exercise of the above powers in furtherance of the Company's objects. Without limiting the generality of the foregoing, the Company shall have the powers provided in the Third Schedule of the Companies Act (Chapter 50). |
| Application of income | <p>5. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company.</p> <p>Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company, in return for any service actually rendered to the Company, nor prevent the payment of reasonable and proper rent for premises demised or let by any member of the Company, but so that no member of the Board shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of the Board except repayment of out-of-pocket expenses and proper rent for premises demised or let to the Company.</p> |

Restriction on alteration	6.	No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Minister empowered to act under section 29 of the Companies Act (Chapter 50), the Minister for Education, the Comptroller of Income Tax and the Commissioner of Charities.
Licence under Companies Act	7.	The fifth and sixth clauses of this Memorandum contain conditions to which a licence granted by the Minister to the Company in pursuance of section 29(1) of the Companies Act (Chapter 50) is subject.
Liability of members	8.	The liability of the members is limited.
Guarantee	9.	Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time he is a member, or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and the costs, charges and expenses of winding up the same, and for adjusting the rights of the contributors amongst themselves, such amount as may be required, not exceeding the sum of one dollar.
Distribution of assets	10.	If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions to be determined by the members of the Company at or before the time of dissolution, provided that any such gift, transfer or other disposal of property shall be subject to the prior approval of the Minister of Education, who may impose any conditions that he deems fit, and that any such institution or institutions to whom property is given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 5 hereof.
Accounts to be kept	11.	True accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Company, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being shall be open to the inspection of members. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained, by one or more approved auditors under the Companies Act.
Appointment of Auditors	12.	Any appointment of the auditors of the Company shall be subject to the approval of the Comptroller of Income Tax.

Subscribers

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

HO KWON PING

(signed)

MICHAEL FAM YUE ONN

(signed)

Dated this 16th day of December, 1999.

Witness to the above signatures:-

(signed)

PHILIP N. PILLAI
Advocate and Solicitor
Shook Lin & Bok
1 Robinson Road
#18-00 AIA Tower
Singapore 048542

THE COMPANIES ACT
(CHAPTER 50)

ARTICLES OF ASSOCIATION
OF
SINGAPORE MANAGEMENT UNIVERSITY

GOVERNANCE DOCUMENTS

1. (1) These Articles are principles of fundamental and continuing significance to the governance of the Company. The Board of Trustees may from time to time set forth or revise policies and procedures consistent with these Articles and with the law for the furtherance of the Company's objectives and for the good government of the Company. The said policies and procedures shall be filed in the office of the Secretary.
- (2) The regulations in Table A in the Fourth Schedule to the Act shall not apply to the Company except in so far as the same are repeated or contained in these Articles.

INTERPRETATION

2. In these Articles unless the subject or context otherwise requires, the words standing in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof:-

WORDS	MEANINGS
Act	- Companies Act (Chapter 50) and includes any statutory modification or re-enactment thereof.
Articles	- these Articles of Association as originally framed or as altered from time to time by special resolutions.
Board of Trustees	- the Board of Trustees of the Company.
Chancellor	- the Chancellor of the University.
Company	- Singapore Management University, a company incorporated under the Act.
Faculty	- the full-time academic staff of the University.
Faculty Senate	- the Faculty Senate of the University.
member	- a member of the Company.
the Office	- the registered office for the time being of the Company.
President	- the President of the Company.
Seal	- the common seal of the Company.

Secretary	- any person appointed to perform the duties of the Secretary of the Company and such other duties as the Board of Trustees may determine from time to time.
Trustee	- a director of the Company.
University	- Singapore Management University.
University Crest	- the coat of arms or crest which may be assumed and used by the University.

Words importing the masculine gender only shall include the feminine gender.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing persons shall include corporations.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Subject as aforesaid, any words or expressions defined in the Act shall, unless the context otherwise requires, bear the same meanings in these Articles.

MEMBERS

3. The number of members with which the Company proposes to be registered is two but the Board of Trustees may from time to time register an increase of members.
4. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these Articles, and no others, shall be members of the Company.
5.
 - (1) Subject to Article 4, no person shall be admitted as a member of the Company unless he is first approved by the Minister for Education and the Board of Trustees.
 - (2) The Minister for Education may at any time in his absolute discretion remove a member of the Company.
6. The privileges of a member shall not be transferable.
7. Every member shall be bound to further, to the best of his ability, the objects, interests, and influence of the Company and shall observe all regulations, policies and procedures of the Company made by the Board of Trustees for the regulation and management of the affairs of the Company.
8.
 - (1) Any member who fails to observe any of the objects or the regulations of the Company may be excluded from the Company by a resolution of a majority of the members of the Board of Trustees present and voting at a special Board of Trustees meeting. Such member shall have seven clear days' notice sent to him of the Board of Trustees meeting and he may attend the meeting but shall not be present at the voting or take part in the proceedings otherwise than as the Board allows.
 - (2) A member so excluded shall cease to be a member of the Company.

9. (1) The first Members of the Company shall be:-
 - (a) Ho Kwon Ping, and
 - (b) Michael Fam Yue Onn.
- (2) The Board of Trustees may from time to time appoint replacement or additional members.

GENERAL MEETINGS

10. The Company shall hold a general meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board of Trustees and shall specify the meeting as such in the notices calling it:

Provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The first Annual General Meeting shall be held within eighteen months of its incorporation.
11. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
12. The Chairman of the Board of Trustees may whenever he thinks fit and the Secretary shall within twenty-one days after the receipt of a requisition in writing signed by not less than two members convene an Extraordinary General Meeting.
13. (1) An Annual General Meeting shall be called by twenty-one days' notice in writing at the least. An Extraordinary General Meeting of the Company shall be called by at least fourteen days' notice in writing:

Provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed by all the members having the right to attend and vote at the meeting.

 - (2) The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, day and hour of the meeting and in case of special business, the general nature of the business.
 - (3) The notice convening a meeting to consider a special resolution shall specify the intention to propose the resolution as a special resolution.
 - (4) Notice of every general meeting shall be given in any manner authorised by these Articles to every member.
14. The accidental omission to give notice of a meeting or a non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. (1) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Board of Trustees and of the auditors and the appointment of and the fixing of the remuneration of the auditors.

- (2) A member wishing to bring before the Annual General Meeting any special business shall give notice thereof in writing to the Secretary not less than twenty-one days before the day of such meeting and if so given, notice thereof shall be included in the notice convening the Annual General Meeting. Save as aforesaid no special business shall be considered at the Annual General Meeting unless it be deemed a matter of urgency by the members assembled or be expressly authorised by these Articles.
16. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For all purposes the quorum shall be three members personally present or represented by proxy.
17. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board of Trustees may determine, and at such adjourned meeting no quorum of members shall be necessary provided that an adjourned meeting without the necessary quorum shall not have the powers to amend the Memorandum of Association of the Company and these Articles.
18. The Chairman or if he is not present, the Deputy Chairman of the Board of Trustees shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect one of their number to preside at the meeting.
19. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
20. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least one member present in person or by proxy and unless a poll is so demanded a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect on the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
21. Subject to the provisions of Article 20, if a poll be demanded in the manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. No poll shall be demanded on the election of a Chairman at a meeting, or on any question of adjournment.
23. In case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote.
24. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

25. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or, being organisations, by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

VOTES OF MEMBERS

26. Subject as hereinafter provided every member shall have one vote.
27. Save as herein expressly provided no member other than a member duly registered who shall have paid every sum (if any) which shall be due and payable to the Company shall be entitled to vote on any question either personally or by proxy or as a proxy for another member at any general meeting.
28. Votes may be given on a poll either personally or by proxy. A proxy shall be entitled to vote on a show of hands or by poll. A corporation may vote by its duly authorised representative.
29. The instrument appointing a proxy shall be in writing under the hands of the appointor or his attorney duly authorised in writing or if such appointor is a corporation under its common seal, if any, and if none then under the hand of some officer duly authorised in that behalf.
30. The instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

“The Singapore Management University.

I/We, _____ of _____ being a member/members of the Singapore Management University hereby appoint _____, of _____ or failing him, _____ of _____, as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, or adjourned as the case may be) general meeting of the Company to be held on the _____ day of _____ 19__, and at any adjournment thereof.

Signed this _____ day of _____ 19__.”

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

31. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company, or at such other place within Singapore as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
32. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation, has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

33. No person without the consent of the Board of Trustees shall be appointed a proxy who is not a Member and qualified to vote.

CHANCELLOR

34. There shall be a Chancellor of the University appointed by the Minister for Education. The Chancellor's role shall be to officiate at the University's Opening and Closing of the Academic Year and at any Convocation. The Chancellor may appoint Pro-Chancellors to assist him in his role.

OFFICERS OF THE COMPANY

35. (1) There shall be a President of the Company who shall be appointed by the Board of Trustees. The terms of office and other conditions of service of the President shall be determined by the Board of Trustees and shall be embodied in a contract under the seal of the Company.
- (2) The President shall be the chief executive officer of the Company and the University's academic and administrative head. He is responsible to the Board of Trustees for the conduct, co-ordination and quality of the University's programmes and for its future development. The President shall have the authority to perform all acts which are necessary to make effective the policies, procedures and actions of the Board of Trustees. As a liaison between the Board and the Faculty, the President shall inform each of the views and concerns of the other relating to the programmes and administration of the University. The President shall arrange for the Company's annual budget and forward estimates to be presented annually to the Board of Trustees for approval, or to a committee so appointed by the Board of Trustees for that purpose.
- (3) The President shall hold the academic rank of professor, shall be a member of every School, and may at his discretion call a meeting of any School.
- (4) There shall be a Provost who shall be appointed by the Board of Trustees after consultation with the President, the Deans and the Faculty Senate.
- (5) The Provost shall be the educational officer normally responsible for the conduct, co-ordination and quality of the University's academic programmes and for their future development. The Provost shall report to the President with regard to these responsibilities and in the discharge thereof shall consult the Faculty.
- (6) The Provost shall hold the academic rank of professor, shall be a member of every School, and may at his discretion call a meeting of any School.
- (7) If for any substantial period the President is unable, by reason of illness, leave of absence or other cause, to exercise any of the functions of his office, the President shall appoint another person to exercise those functions, and the said arrangement shall prevail until and unless the Board of Trustees makes another appointment.
- (8) There shall be such other full-time officers of the Company as the President in consultation with the Board of Trustees may from time to time determine.

BOARD OF TRUSTEES

36. (1) There shall be a Board of Trustees of the Company, which responsibilities are to ensure that the Company acts in furtherance of its objectives in education and research and to ensure that the funds and assets of the Company are properly accounted for and safeguarded.
- (2) The Trustees shall be eminent persons of good repute and sound judgment, with considerable experience in public service, the private sector or in academia.
- (3) A Trustee shall stand in a fiduciary relation to the Company and shall perform his duties as a trustee in good faith in the best interests of the Company and with care, skill and diligence. A Trustee may, in considering the best interests of the Company, consider the effects of any action upon employees, upon suppliers and students and other constituents of the University and upon the community in which the University is located. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Trustee of the Company or any failure to take any action shall be presumed to be in the best interests of the Company.
- (4) The number of Trustees shall be up to twenty, or such other number as the Minister for Education shall from time to time in his discretion determine.
- (5) The Board shall comprise of such number of individuals as referred to in Article 36(4) and all of whom shall be appointed by the Minister for Education.
- (6) Trustees shall be appointed for up to five years for each term of appointment.
- (7) The Chairman of the Board of Trustees shall be appointed by the Minister for Education from amongst the Trustees. The Board of Trustees, may, if desired, elect from their midst a Deputy Chairman. The Deputy Chairman will perform the duties of the Chairman during the Chairman's absence for any reason.
- (8) The Chairman and the Deputy Chairman shall hold office for up to five years for each term of appointment unless he sooner resigns from office or vacates his seat as a member of the Board.
- (9) No person who is an officer, Faculty member or full-time employee of the Company shall be eligible for election as Chairman or Deputy Chairman.
- (10) The President shall attend Board meeting as ex-officio and shall not be entitled to vote thereat.
- (11) The first Trustees shall be Ho Kwon Ping and Han Cheng Fong.
- (12) The Board shall be empowered to appoint one or more Vice-Chairman(s) at any one time from their number from time to time as they deem fit for such purposes and to hold office for such period of time as they shall deem necessary.
37. (1) If any appointed member of the Board of Trustees:-
- (a) dies;
 - (b) resigns his office by writing under his hand delivered to the President;
 - (c) becomes a mentally disordered person within the meaning of the Mental Disorders and Treatment Act;

- (d) is adjudged a bankrupt;
- (e) has been convicted of an offence punishable by imprisonment for a term of not less than two years; or
- (f) fails to attend two consecutive Board meetings without leave of the Board;

his seat shall become vacant and shall be filled by the appointment of a member in his place; and such new appointee shall hold office for the residue of his predecessor's term of office.

- (2) The Minister for Education may at any time in his absolute discretion remove or replace a Trustee of the Company and appoint new or additional trustee(s).

POWERS AND DUTIES OF THE BOARD OF TRUSTEES

- 38. The business of the Company shall be managed by the Board of Trustees, who may pay all expenses incurred in promoting the incorporation of the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Board of Trustees which would have been valid if that regulation had not been made.
- 39. In furtherance of the objects of the Company, the Board of Trustees may exercise all such powers and do all such acts and things as may be necessary to establish, promote and maintain the Company. Without prejudice to the aforementioned the Board of Trustees shall have the power from time to time to:-
 - (a) make any appointments to the position and prescribe the functions and powers of the President, the Provost and other appointments for the Company;
 - (b) create and establish any such Schools or Departments or other units; and
 - (c) create and establish any such policies and procedures of university-wide significance.
- 40. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, indorsed, or otherwise executed, as the case may be, by any two members of the Board of Trustees or in such manner as the Board of Trustees shall from time to time by resolution determine.
- 41. The Board of Trustees shall cause minutes to be made:
 - (a) of all appointments of officers and servants;
 - (b) of names of members of the Board of Trustees present at all meetings of the Company and of the Board of Trustees; and
 - (c) of all proceedings at all meetings of the Company and of the Board of Trustees.

Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

42. (1) A Trustee may contract with and be interested in any contract or proposed contract with the Company and shall not be liable to account for any profit made by him by reason of any such contract, provided that the nature of the interest of the Trustee in any such contract be declared at a meeting of the Board of Trustees as required by section 156 of the Act. No Trustee shall vote as a Trustee in respect of any contract or arrangement in which he is interested, although he shall be counted in the quorum present at the meeting, but this prohibition shall not apply to any contract or arrangement with any other company in which he is interested only as an officer of the Company or as a holder of shares or other securities.
- (2) A Trustee may act by himself or his firm in any professional capacity for the Company (except as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Trustee.
- (3) The Trustees shall not be paid any remuneration for services rendered by them as Trustees of the Company. They may be reimbursed for all out-of-pocket expenses, travelling and other expenses properly incurred by them in attending and returning from meetings of the Board of Trustees, any of its committees, or any general meeting of the Company or otherwise in connection with the affairs of the Company.

PROCEEDINGS OF THE BOARD OF TRUSTEES

43. The Board of Trustees shall meet regularly for the despatch of business, and shall regulate its meetings as it thinks fit. The Chairman or any other member of the Board of Trustees, upon giving seven (7) days' notice thereof to the other members of the Board of Trustees, may and the Secretary shall on the requisition of a member of the Board of Trustees summon a meeting of that Board of Trustees provided that notwithstanding the foregoing the Chairman may when he considers it necessary, summon a meeting of the Board of Trustees without giving the seven (7) days' notice as aforesaid.
44. Without limiting the discretion of the Trustees to regulate their meetings under Article 43 the Trustees may, if they think fit, confer by radio, telephone, closed circuit television or other electronic means of audio and audio-visual communication, and a resolution passed by such a conference shall, notwithstanding the Trustees are not present together in one place at the time of the conference, be deemed to have been passed at a meeting of the Trustees held on the day on which and the time at which the conference was held. The provisions of these Articles relating to proceedings of Trustees apply so far as they are capable of application and mutatis mutandis to such conferences.
45. Subject to these Articles, questions arising at any meeting of the Board of Trustees shall be decided by a majority of votes and a determination by a majority of Trustees shall for all purposes be deemed a determination of the Board of Trustees. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote. If the Chairman is absent from the meeting, then the Deputy Chairman shall have a second or casting vote.
46. The quorum necessary for the transaction of the business of the Board of Trustees shall be seven. A meeting of the Board of Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Company for the time being vested in the Board of Trustees generally.
47. A Trustee who is unable to attend a Board meeting may appoint another member of the Board his proxy to vote on his behalf at that meeting. The proxy letter shall be signed by the appointing Trustee and filed with the Secretary.

48. The continuing members of the Board of Trustees may act notwithstanding any vacancy in the Board of Trustees, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Board of Trustees, the continuing member or members may act for the purpose of summoning a general meeting of the Company, but for no other purpose.
49. Subject to Article 36(9), the Board of Trustees may from time to time elect a Chairman and Deputy Chairman of the Company. The Chairman shall preside as chairman at every meeting of the Board of Trustees, or if there is no Chairman, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Deputy Chairman shall be chairman. If neither the Chairman nor Deputy Chairman of the Board is present at the meeting, then the meeting shall be adjourned for fourteen days. At the resumed meeting, if neither the Chairman nor Deputy Chairman is present, the members present may choose one of their number to be chairman of the meeting.
50. The Board of Trustees may delegate any of its powers and/or functions (not being duties imposed on the Board of Trustees or the Trustees by the Act or the general law) to one or more committees consisting of such person or persons as the Board of Trustees thinks fit. Any committee so formed shall conform to any policy or procedure that may be imposed by the Board of Trustees and subject thereto shall have power to co-opt any member or members and all members of such committees shall have one vote.
51. (1) There shall be an Executive Committee of the Board of Trustees. The Executive Committee shall exercise the authority of the Board in the interval between Board meetings and such other powers as may be delegated to them by the Board.
- (2) The Committee shall comprise the Chairman, the Deputy Chairman and four other Trustees elected annually by the Board of Trustees from their midst. The Chairman and Deputy Chairman of the Board shall also serve as Chairman and Deputy Chairman respectively of the Executive Committee.
52. (1) There shall be an Endowment Fund of the University. Gifts, donations and endowments that the University shall receive from time to time shall be placed in the Endowment Fund.
- (2) There shall be an Investment Committee of the Board of Trustees. The Committee shall ensure that the Endowment Fund is properly managed and administered in accordance with the law and shall establish rules for its administration. The Committee shall also be responsible for the management and safeguarding of other assets and funds of the Company.
- (3) The Investment Committee shall comprise a minimum of three (3) members appointed by the Board of Trustees from their midst. The Board of Trustees shall appoint the Chairman of the Investment Committee from amongst the Investment Committee members. The members of the Investment Committee shall serve on the Investment Committee for such term and in accordance with such terms of reference as the Board of Trustees shall determine.
53. All acts done by any meeting of the Board of Trustees or of a committee or by any person acting as a member of the Board of Trustees shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board of Trustees or person acting as aforesaid, or that the members of the Board of Trustees or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board of Trustees.

54. The Board of Trustees shall cause proper minutes to be made of all proceedings of the meetings of the Company and of the Board of Trustees and of committees appointed by the Board of Trustees and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.
55. A resolution in writing signed by all the members of the Board of Trustees for the time being entitled to receive notice of a meeting of the Board of Trustees shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board of Trustees. A telegram, cablegram, telex, facsimile communication or radio message addressed to or received by the Company and purporting to be signed by a Trustee shall for the purposes of this Article be deemed to be a writing signed by such Trustee.

FACULTY SENATE

56. There shall be a Faculty Senate comprising members of the University's Faculty. The Faculty Senate shall provide opportunity for its members to discuss and express their views upon any matter they consider to be of general interest to the Faculty, and to make recommendations and pass resolutions with respect thereto. It shall have power to submit recommendations to the Provost, the President and the Board of Trustees. The proceedings and activities of the Faculty Senate shall be in accordance with the Faculty Senate's handbook.

SCHOOLS AND DEPARTMENTS

57. (1) The University shall be divided into such number and names of Schools, Departments and units as the Board of Trustees, upon recommendation of the President, may determine from time to time.
- (2) The President shall, after consultation with the Provost and the Faculty of the relevant School or Department, appoint Deans of Schools and Chairs of Departments within Schools.
- (3) The President shall, as he thinks fit, appoint persons to be Directors and other officers of non-academic Departments.
58. (1) Subject to the policies and procedures established by the Board of Trustees, the Faculty of each School shall have the responsibility and authority to determine the quality of its student body, set its own regulations for instruction of its students and requirements for recommendations for its degrees and awards, and set its own procedures for governance and qualifications for membership.
- (2) All Faculty appointments and promotions shall be made upon the recommendation of the Faculty and Dean of the relevant School, the Provost and the President, by action of the Board of Trustees.
- (3) The Board of Trustees, upon recommendation of a School, may suspend or remove, for just cause, any member of such School according to the policies and procedures of the University. For the purposes of this provision, just cause shall mean:
- (a) failure or refusal without adequate excuse to perform his fundamental academic obligations; or

- (b) such flagrant disregard of policies, procedures or rules of the University or of the School to which he belongs or of the customs of scholarly communities as to render the member unfit to continue as a member of the academic staff; or
 - (c) incapacity or disability, physical or otherwise.
59. It is the policy of the University to maintain and encourage freedom of inquiry, discourse, teaching, research and publication. At the same time, the University expects its Faculty members to exercise their freedom responsibly, within the realms of law and of ethics, and bearing in mind the good name of the University.

SECRETARY

60. (1) The Company shall have a Secretary who shall be appointed by the Board of Trustees for such term and upon such terms and conditions as to remuneration or otherwise and it may think fit and any person so appointed may be removed by it.
- (2) Anything required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any Assistant Secretary, or if there is no such Assistant Secretary, by or to any officer of the Company authorised generally or specially in that behalf of the Board of Trustees.

SEAL

61. The Trustees shall provide for the safe custody of the seal which shall only be used by the authority of the Trustees or of a committee of the Board of Trustees authorised by the Board of Trustees in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Board of Trustees and shall be countersigned by the Secretary or by a second member of the Board of Trustees or by some other person appointed by the Board of Trustees for that purpose.

UNIVERSITY CREST

62. If and when the Company adopts a University Crest, the Board of Trustees shall provide for its safe custody and the University Crest shall only be used by the authority of the Trustees or of a committee of the Board of Trustees authorised by the Board of Trustees in that regard.

ACCOUNTS

63. The Board of Trustees shall cause proper books to be kept with respect to:
- (a) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases by the Company; and
 - (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions.

64. The books of account shall be kept at the office or at such other place or places within Singapore as the Board of Trustees shall think fit and shall always be open to the inspection of the Trustees.
65. The Company in general meeting may from time to time (subject to the provisions of the Act) impose reasonable restrictions as to the time and manner of the inspection by the members, other than Trustees, of the accounts and books of the Company or any of them and subject to such restrictions the accounts and books of the Company shall be open to the inspection of such members at all reasonable times during business hours.
66. At the Annual General Meeting in every year the Trustees shall lay before the Company a proper Income and Expenditure Account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Trustees and the auditors and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than fourteen clear days from the day of the meeting be sent to all persons entitled to receive notices of general meeting in the manner in which notices are hereinafter directed to be served.

AUDIT

67. At least once every year the accounts of the Company shall be examined and the correctness of the Income and Expenditure of Account and balance sheet ascertained by one or more auditors.
68. Auditors who are approved company auditors under the Act shall be appointed and their duties shall be performed in accordance with sections 205 to 209, 209A and 209B of the Act.

NOTICES

69. A notice may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member, at his registered address as appears in the Register of Members.
70. Any member described in the Register of Members by an address not within Singapore who shall from time to time give the Company an address within Singapore at which notices may be served upon him shall be entitled to have notices served upon him at such address but save as aforesaid and as provided by the Act only those members who are described in the Register of Members by an address within Singapore shall be entitled to receive notices from the Company.
71. Any notice or other document, if served or sent by post, shall be deemed to have been served or delivered at the time when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a pre-paid letter.

DISPOSAL AND DISSOLUTION

72. (a) The Company shall not dispose of the whole or substantially the whole of the Company's undertaking or property without the prior written consent of the Minister for Education.

- (b) The Company with the prior consent of the Minister for Education may be dissolved if it ceases to carry out all its objectives.
- (c) Clause 10 of the Memorandum of Association of the Company relating to the winding-up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles. The words "institution or institutions" mentioned in clause 10 refer to institution or institutions which is/are registered under the Charities Act, Cap 37 and approved as institution or institutions of public character under Section 37(2)(c) of the Income Tax Act, Cap 134.

INDEMNITY

73. Subject to the Act, every member of the Board of Trustees, auditor, Secretary and/or other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him as such member of the Board of Trustees, auditor, Secretary and/or officer in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with an application under section 391 of the Act in which relief is granted to him by the Court.

Names, addresses and descriptions of subscribers	
HO KWON PING	(signed)
MICHAEL FAM YUE ONN	(signed)

Dated this 16th day of December 1999.

Witness to the above signatures:-

(signed)

PHILIP N. PILLAI
 Advocate & Solicitor
 Shook Lin & Bok
 1 Robinson Road
 #18-00 AIA Tower
 Singapore 048542